

JAN 31 '12 -1 12 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

January 27, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated October 21, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Rd., Suite 5000  
Rosemont, IL 60018

Lessee: The Somerville Companies, Inc.  
170 E. Elizabeth Street  
Tupelo, MS 38804

A description of the railroad equipment covered by the enclosed document is for fifty (50) gondola cars; having NDYX and NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure

(SOMR001)

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ASSGN. NO.: SOMR001

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 21st day of Oct., 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Somerville Companies, Inc. ("Lessee"), a Texas corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of Oct. 21, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Oct. 21, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMAS  
PRESIDENT

Title: \_\_\_\_\_

ATTEST:

By: [Signature]Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
Title: OF DOCUMENTATIONExecuted on this 25<sup>th</sup> day of October, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

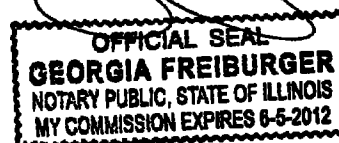
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of October, 2011.

My Commission Expires:

6-2012  
(Notary Public)

Notary Public



LESSEE:

THE SOMERVILLE COMPANIES, INC.

ATTEST:

By: Kathy Pumphrey  
Name: Kathy Pumphrey  
Title: Corp. Secretary

By: [Signature]  
Name: Tom Somerville  
Title: U. President

Executed on this 21 day of Oct, 2011.

[CORPORATE SEAL]

STATE OF Texas  
COUNTY OF Dallas



I, Kathy Pumphrey, a Notary Public of the County and State aforesaid, certify that Tom Somerville personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21<sup>st</sup> day of Oct., 2011.

Kathy Pumphrey  
Notary Public

Commission Expires:

11/22/2011  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Fifty (50)

DESCRIPTION OF CARS:     Gondola cars.

CAR NUMBERS:

NDYX 315570	NOKL 311160
NOKL 310575	NOKL 311169
NOKL 310622	NOKL 311171
NOKL 310640	NOKL 311187
NOKL 310650	NOKL 311209
NOKL 310654	NOKL 311214
NOKL 310656	NOKL 311226
NOKL 310658	NOKL 311234
NOKL 310688	NOKL 311238
NOKL 310694	NOKL 311241
NOKL 310698	NOKL 311245
NOKL 310806	NOKL 311254
NOKL 310815	NOKL 311259
NOKL 310860	NOKL 311261
NOKL 310872	NOKL 311264
NOKL 310905	NOKL 311297
NOKL 310907	NOKL 315035
NOKL 310957	NOKL 315044
NOKL 310974	NOKL 315048
NOKL 310997	NOKL 315805
NOKL 311061	NOKL 315853
NOKL 311076	NOKL 316044
NOKL 311124	NOKL 316059
NOKL 311146	NOKL 316082
NOKL 311147	NOKL 316190